

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
W. R. GRACE & CO., et al.	)	Case No. 01-01139 (JKF)
	)	(Jointly Administered)
Debtors.	)	Docket No. 9061 and
		8/29/05 Agenda Item 4

**ORDER AUTHORIZING THE DEBTORS TO ASSUME AND  
ASSIGN LEASES FOR REAL PROPERTY**

Upon the motion of the above-captioned debtors and debtors in possession (collectively, the "Debtors") seeking entry of an order under sections 105(a), 363(b)(1), 365(a), and 365(f)(2) of the Bankruptcy Code<sup>1</sup> authorizing the Debtors to assign the Prime Lease and the Sublease (the Motion"); and it appearing that the Court has jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and it appearing that this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and this Motion is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been given; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates and the creditors and all parties-in-interest; and it appearing that the terms and conditions of the Assignment Agreement are fair and reasonable; and after due deliberation and sufficient cause appearing therefore;

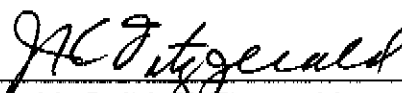
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<sup>1</sup> Capitalized terms not otherwise defined in this Order have the meanings given to them in the Motion.

IT IS HEREBY ORDERED, FOUND, AND DETERMINED THAT:

1. The Motion is granted.
2. There currently are no defaults arising under the Primary Lease or Sublease and, therefore, no defaults need to be cured.
3. The Debtors are authorized to assume and assign the Prime Lease and Sublease to RSPA II in all respects.
4. RSPA II shall pay the Debtors \$50,000 pursuant to the terms of the Assignment and Assumption Agreement.
5. The counter-parties to the Prime Lease and Sublease are hereby barred from asserting any claims against the Debtors related to the curing of defaults under section 365(b)(1)(A) of the Bankruptcy Code.
6. The Debtors are authorized and empowered to take all actions and execute such other documents as may be necessary to implement the relief granted herein.
7. The stay of order authorizing the assignment of an executory contract or unexpired lease provided for in Fed. R. Bankr. Proc. 6006(d) shall not apply to this Order, and this Order is hereby immediately effective and enforceable.
8. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order, which is final.

Dated: August 29, 2005

  
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The Honorable Judith R. Fitzgerald  
United States Bankruptcy Judge